

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
AND APPROVING THE EMPLOYMENT OF GOWLING LAFLEUR
HENDERSON LLP AS CANADIAN COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO NOVEMBER 18, 2008**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby move this Court (this “Application”) for the entry of an order authorizing and approving the employment of Gowling Lafleur Henderson LLP (“Gowlings” or the “Firm”) as Canadian counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), *nunc pro tunc* to November 18, 2008, pursuant to sections 328(a) and 1103(a) of title 11 of the United

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Richard M. Pachulski (CA Bar No. 90073)
Robert J. Feinstein (NY Bar No. RF – 2836)
Jeffrey N. Pomerantz (CA Bar No. 143717)
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100
Telephone: (310) 277-6910
Telecopy: (310) 201-0760

Proposed Counsel for the Official
Committee of Unsecured Creditors

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
Tavenner & Beran, PLC
20 North Eighth Street, 2nd Floor
Richmond, VA 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

Proposed Co-Counsel for the Official
Committee of Unsecured Creditors

States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”), and the United States Trustee’s Guide To Applications for Employment of Professionals and Treatment of Retainers as revised December 2002; and in support of the Application, the Committee submits the verified statement of David F. W. Cohen, a partner of the Firm (the “Cohen Statement”), attached hereto and incorporated herein by reference; and in further support of the Application, the Committee respectfully represents as follows:

1. On November 10, 2008 (the “Petition Date”), the Debtors filed their voluntary Chapter 11 petitions for relief, thereby commencing the above-captioned cases. The Debtors’ wholly owned subsidiary, InterTan Canada, Ltd. (“Intertan”) (which operates as The Source by Circuit City) and Tourmalet Corporation (a non-operating holding company) filed under the *Companies’ Creditors Arrangement Act* (Canada).

2. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support of Chapter 11 Petitions and First Day Pleadings filed on the Petition Date [Docket No. 79].

3. By order dated November 10, 2008 [Docket No. 77], these Chapter 11 Cases are being jointly administered. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, neither a trustee nor an examiner has been appointed in these Chapter 11 Cases.

4. On November 12, 2008, the Office of the U.S. Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) in these cases pursuant to Sections

1102(a) and 1102(b)(1) [Docket No. 116]. On November 13, 2008, the Committee was amended by the U.S. Trustee.

5. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

6. The Committee has held its organizational meeting, and has decided to retain Pachulski Stang Ziehl & Jones LLP as its lead counsel, Tavenner & Beren PLC as its local counsel, Protiviti, Inc. and Jefferies & Company as financial advisors, and this Firm as Canadian counsel.

7. The Firm is a Canadian law firm with offices located in the provinces of Ontario, Quebec, Alberta and British Columbia. Gowlings' professionals have extensive and diverse experience, knowledge and reputation in restructuring and related fields, as well as an understanding of the issues involved in these Chapter 11 Cases necessary to provide Canadian legal advice in cross-border reorganization proceedings.

8. Set forth in the verified statement of David F. W. Cohen (the "Cohen Statement"), attached to this Application, Gowlings has served as Canadian counsel in other, unrelated Chapter 11 bankruptcy cases and therefore has substantial experience with bankruptcy courts and the Bankruptcy Code. Gowlings is thus well qualified to represent the Committee.

9. The Committee believes that the retention of Gowlings as Canadian counsel is appropriate and necessary to enable the Committee to faithfully execute their duties and to facilitate the reorganization of the Debtors. Subject to further order of this Court, the Committee has requested that Gowlings provide such legal services as Gowlings and the Committee deem appropriate and feasible in order to advise the Committee in the course of these Chapter 11

Cases. It is proposed that Gowlings be retained and employed to provide services that include, but are not limited to:

- a. representing the Committee at Canadian hearings and any other related proceedings;
- b. assisting the Committee and its United States professional advisors (the "U.S. Advisors") in analyzing the Debtors' from a Canadian perspective and, if required, in negotiating with the Debtors;
- c. assisting with the Committee's investigation of the assets, liabilities, and financial condition of the Debtors in Canada;
- d. assisting the U.S. Advisors from a Canadian perspective in their analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, formulating the terms of a plan or plans of reorganization for the Debtors;
- e. assisting and advising the U.S. Advisors with respect to any matters that they may request involving issues of Canadian law or practice;
- f. reviewing and analyzing all pleadings, orders, statements of operations, schedules, and other legal documents in the Canadian proceedings or any other proceedings in Canada relating to the Debtors or their property, assets or businesses;
- g. preparing on behalf of the Committee any pleadings, orders, reports and other legal documents as may be necessary in furtherance of the Committee's interests and objectives regarding Canadian matters; and
- h. performing all other legal services as described by the Committee and its U.S. Advisors, which may be desirable, necessary and proper for the Committee to discharge their duties in these Chapter 11 Cases.

10. To the best of the Committee's knowledge, and based upon the Cohen Statement attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Cohen Statement.

11. To the best of the Committee's knowledge, except as provided in the Cohen Statement, neither the Firm, nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained, and the Firm's attorneys are disinterested persons under Section 101(14).

12. The Committee desires to employ the Firm with reasonable fees to be determined by the Court. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules, and this Court's orders. The Firm has received no retainer in this case. Neither the Committee nor any of its members (or their representatives) are or will be liable for any fees or costs incurred by the Firm in its representation of the Committee. The Committee and Gowlings have agreed that Gowlings will be compensated for services at hourly rates and reimbursed for reasonable and necessary expenses, subject to approval of the Court under Section 330 of the Bankruptcy Code. Gowlings has stated that its present fee rates range from as low as CAD \$310 per hour to as high as CAD \$850 per hour for attorneys, and from as low as CAD \$210 to as high as CAD \$265 per hour for law clerks and law students. Rates are subject to adjustment annually as of January 1 of each year. Gowlings will file fee applications with the Court under Sections 330 and 331 of the Bankruptcy Code, and will follow the compensation and expense reimbursement guidelines and policies set by the Court.

13. Notice of Submission of this Application was provided to the Debtors and their counsel, the Office of the United States Trustee, counsel to the Debtors' secured creditors, and all parties requesting special notice.

[Continued on Next Page]

WHEREFORE, the Committee requests that this Court approve the employment of the Firm as its counsel, *nunc pro tunc* to November 18, 2008, to render services as described above with compensation to be paid as an administrative expense in such amounts as this Court may hereafter determine and allow; and grant the Committee such other and further relief as the Court deems just and proper. A form of order is submitted herewith for the Court's review and consideration.

Dated: December 17, 2008

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CIRCUIT CITY STORES, INC.

By: /s/ Ramona Neal

Ramona Neal
Chairman of the Official Committee of Unsecured
Creditors of Circuit City Stores, Inc.

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
TAVENNER & BERAN PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: 804-783-8300
Facsimile: 804-783-0178

-and-

Richard M. Pachulski (CA Bar No. 90073)
Robert J. Feinstein (NY Bar No. RF-2836)
Jeffrey N. Pomerantz (CA Bar No. 143717)
PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Blvd. 11th Floor
Los Angeles, California 90067-4100
Telephone: 310-227-6910
Facsimile: 310-201-0760
E-mail: rfeinstein@pszjlaw.com
jpomerantz@pszjlaw.com

Proposed Counsel for Official Committee of Unsecured
Creditors Holding Unsecured Claims

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on December 22, 2008, a true and correct copy of the above and foregoing was served by either First Class Mail, postage pre-paid and/or by electronic delivery to all of the parties on the attached Service List.

/s/ Lynn L. Tavenner

Lynn L. Tavenner, Esquire (VA Bar No. 30083)
Tavenner & Beran, PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
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RICHMOND DIVISION**

In re:	:	Chapter 11
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CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

**VERIFIED STATEMENT IN SUPPORT OF APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING AND APPROVING
THE EMPLOYMENT OF GOWLING LAFLEUR HENDERSON LLP
AS CANADIAN COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO NOVEMBER 18, 2008**

I, David F. W. Cohen, declare under penalty of perjury as follows, pursuant to Rules 2014 (a) and 2016(b) of the Federal Rules of Bankruptcy Procedure:

1. I am an equity partner with the firm of Gowling Lafleur Henderson LLP (“Gowlings” or the “Firm”),² with offices located at 1 First Canadian Place, Suite 1600, 100 King Street West, Toronto, Ontario, Canada M5X 1G5. I am duly called to the bar of the

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

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Robert J. Feinstein (NY Bar No. RF – 2836)
Jeffrey N. Pomerantz (CA Bar No. 143717)
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100
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Proposed Counsel for the Official
Committee of Unsecured Creditors

Proposed Co-Counsel for the Official
Committee of Unsecured Creditors

Province of Ontario as a barrister and solicitor and am a member of the Law Society of Upper Canada in good standing. I am authorized to submit this Verified Statement in support of the *Application for Entry of an Order Authorizing and Approving the Employment of Gowling Lafleur Henderson LLP as Canadian Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 18, 2008* (the "Application").

2. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain after due investigation, has any connection with the Debtors, their creditors or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

3. Bankruptcy Code § 1103(b) does not incorporate the general "disinterestedness" standard of Code § 327(a). However, Rule 2014 requires that an application for employment under Section 1103 disclose all connections with the Debtors, the estates, the professionals and the Office of the Trustee. The Firm, therefore, discloses its known connections as follows.

4. The Firm has made the following investigation of disinterestedness prior to submitting this Statement. The Firm has undertaken a full and thorough review of its computer data base which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's data base and to enter into that data base conflict information regarding new clients or new matters. Thus, a review of said computerized data base should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, ran the names of the Debtors, the Debtors' known secured creditors, and the thirty largest unsecured creditors of the Debtors as disclosed by them in filings

with the Court, certain of the Debtors' significant vendors and agents, through the Firm's data base and found no potential conflicts. The names of the parties run through the Firm's data base are set forth on Exhibit A hereto.

5. Gowlings represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in these cases. The Firm, however, is not representing any of those entities in these Chapter 11 Cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

6. Gowlings and certain of its partners, of counsel and associates represented, represents, and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time

7. I, on behalf of the Firm, make the following disclosures in connection with the employment and retention of Gowlings as counsel to the Committee:

a. Gowlings acts as counsel to Gateway Computer as an unsecured of Intertan in the Canadian proceedings.

b. Gowlings was previously employed by Circuit City Stores, Inc. to assist in corporate administrative matters, including a document retention policy. It was not a significant engagement, and has been concluded for some time.

c. Gowlings did some intellectual property work for either (a) United States law firms on behalf of Circuit City and/or (b) Intertan, but that work was completed and is not

ongoing. As of November 10, 2008, Gowlings was not counsel to any Debtor in these Chapter 11 Cases. Prior to bankruptcy, the firm had performed work for two potential purchasers of Intertan, but those clients have switched law firms and Gowlings will have no further involvement in the representation of those potential acquirors.

8. Subject to Court approval, the Committee will seek to retain various professionals during the pendency of these cases, including Pachulski Stang Ziehl & Jones LLP as lead counsel, Tavenner & Beran PLC as local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors. The Debtors have retained Skadden, Arps, Slate, Meagher & Flom LLP and McGuireWoods LLP as counsel; Kirkland & Ellis LLP as special counsel; Kurtzman Carson Consultants as Claims, Noticing and Balloting Agent; Ernst & Young as Accounting and Tax Consultants; Rothschild Inc. as Investment Banker and Financial Advisor; and FTI Consulting as Financial Advisors.

9. Gowlings is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not within 2 years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors;
- c. are not and were not, within 3 years before the date of the filing of the Debtors' chapter 11 petitions, an investment banker for a security of the Debtors, or an attorney for such investment banker in connection with the offer, sale or issuance of any security of the Debtors;
- d. does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect

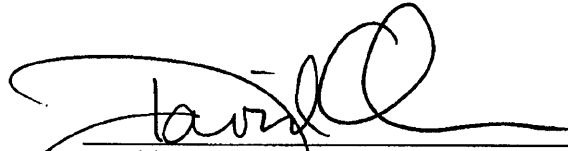
relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

10. The Firm has received no retainer from the Debtors or Committee or any payment, nor any promise of payment, during the one year period prior to the filing of the Debtors' petitions. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these Chapter 11 Cases. No promises have been received by the Firm nor by any partners, of counsel or associate thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Chapter 11 Cases, except among the partners, of counsel and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

11. The Firm intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The current standard hourly rates of lawyers resident in Gowlings' office range from as low as CAD \$310 per hour to as high as CAD \$850 per hour for attorneys, and from as low as CAD \$210 to as high as CAD \$265 per hour for law clerks and law students. The Firm's standard hourly rates are subject to adjustment annually as of January 1 of each year.

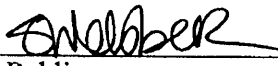
12. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

13. Gowlings intends to work closely with Pachulski Stang Ziehl & Jones LLP, Tavenner & Beran PLC, Jefferies & Company, Protiviti, Inc. and other professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.



David F. W. Cohen

SWORN TO AND SUBSCRIBED before
me this 16th day of December 2008




Notary Public
My Commission Expires For Life

Exhibit A

The Debtors

Abbott Advertising Agency, Inc.
CC Aviation, LLC
CC Distribution Company of Virginia, Inc.
Circuit City Properties, LLC
Circuit City Purchasing Company, LLC
Circuit City Stores, Inc.
Circuit City Stores PR, LLC
Circuit City Stores West Coast, Inc.
Courcheval, LLC
InterTAN, Inc.
Kinzer Technology, LLC
Mayland MN, LLC
Orbyx Electronics, LLC
Patapsco Designs, Inc.
Prahs, Inc.
Sky Venture Corporation
Ventoux International, Inc.
XS Stuff, LLC

This is Exhibit A referred to in the
verified statement of David F.W. Cohen
affiant of
sworn before me, this 16th
day of December 18 2008

A COMMISSIONER FOR TAKING AFFIDAVITS
and Notary Public

Non-Debtor Affiliates

Asian Sourcing & Procurement Services Co. Ltd.
Circuit City Global Sourcing Ltd
Early Adopter Fund, LLC
InterTAN Canada, Ltd
InterTAN France SNC
InterTAN Ontario Ltd.
PlumChoice, Inc.
Sixth Street Marketplace, LP
St. Tammany Oaks Subdivision Association LLC
Theater Xtreme Entertainment Group, Inc.

Prepetition and Postpetition

Secured Lenders

Ableco Finance LLC
Bank of America, N.A.
Burdale Finance Ltd.
Capital One Leverage Finance Corporation
Crystal Capital
Fifth Third Bank
General Electric Capital Corporation
GMAC Commercial Finance LLC
JPMorgan Chase Bank, N.A.
National City Business Credit, Inc.
PNC Bank, N.A.
SunTrust Bank
Textron Financial Corporation
UBS Loan Finance LLC
UPS Capital Corporation
Wachovia Capital Finance Corporation
Webster Financial Corporation
Wells Fargo Retail Finance, LLC

Fifty Largest Unsecured Creditors

Advertising.com
Alliance Entertainment
Apex Digital Inc
Audiovox
Belkin Logistics Inc.
Bethesda Softworks
Buena Vista Home Video
Columbia Tristar Home Video
Dlink Systems
Eastman Kodak Company
Fox Home Entertainment
Fuji Photo Film USA
Garmin International Inc.
Graphic Communications
Hewlett-Packard
Hisense USA Corporation
IBM
IBM Strategic Outsourcing Wire
Incomm
Kensington Computer Products Group
Kingston Technologies
Klipsch Audio Technologies LLC
Lenovo, Inc.
Lexar Media Inc.
Lexmark International Inc.
Linksys
Microsoft Corp Consignment
Microsoft Xbox Consignment
Mitac USA Inc.
Mitsubishi Digital Electronics
Monster Cable Products
Navarre Consignment
Navarre Corporation
Nikon Inc.
Olympus Corporation
Omnimount Systems Inc.
Oncorp US, Inc.
Onkyo USA Corporation
Panasonic North America
Paramount Home Video
Pioneer Electronics (USA) Inc.
Samsung Electronics America
Sandisk Corporation
Sharp Electronics Corporation
Simpletech
Sony Computer Entertainment
Sony Electronics Inc.
Stillwater Designs Inc.
THQ Inc. (ValuSoft)
Toshiba America Business Solutions Inc.
Toshiba America Consumer Products
Toshiba Computer Systems Division
Vizio
Vtech Communications Inc.
Vtech Electronics
Warner Home Video

Zenith Electronics Corporation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re: CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹ Debtors.	: : : : : : : : :	Chapter 11 Case No. 08-35653-KRH (Jointly Administered)
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**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
OF GOWLING LAFLEUR HENDERSON LLP AS CANADIAN
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS NUNC PRO TUNC TO NOVEMBER 18, 2008**

This matter came before the Court on the *Application for Entry of an Order Authorizing and Approving the Employment of Gowling Lafleur Henderson LLP as Canadian Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 18, 2008* (the "Application") and the Verified Statement of David F. W. Cohen filed in support of the Application (the "Cohen Statement") both filed by the Official Committee of Unsecured Creditors for approval of Gowling Lafleur Henderson LLP's employment as Canadian counsel

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Tavenner & Beran, PLC
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Telephone: (804) 783-8300
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Proposed Co-Counsel for the Official
Committee of Unsecured Creditors

for the Official Committee of Unsecured Creditors in this case, pursuant to 11 U.S.C. § 1103(a), and Bankruptcy Rule 2014(a),

THE COURT HEREBY FINDS THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Application (and service of the proposed order) was sufficient under the circumstances.
- D. The Application and the Cohen Statement are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.
- E. Gowling Lafleur Henderson LLP does not hold or represent any interest materially adverse to the Committee, the Debtors' estate, or its creditors with respect to the matters upon which said law firm is to be engaged, and Gowling Lafleur Henderson LLP is a "disinterested person," as defined in § 101(14) of the Bankruptcy Code and as required by § 327(a) of the Bankruptcy Code.
- F. The retention and employment of Gowling Lafleur Henderson LLP in accordance with the Application and this Order is in the best interest of the Committee and the Debtors' estates.

IT IS HEREBY ORDERED THAT:

- 1. The Application is hereby APPROVED.
- 2. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

3. The Committee is authorized to retain and employ Gowling Lafleur Henderson LLP as its Canadian counsel, pursuant to §§ 327, 328 and 1103 of the Bankruptcy Code, retroactive to November 18, 2008.

4. Gowling Lafleur Henderson LLP shall be compensated for such services and reimbursed for any related expenses as provided in the Application, and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any additional procedures that may be established by this Court.

Dated: _____

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
TAVENNER & BERAN PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: 804-783-8300
Facsimile: 804-783-0178

-and-

Richard M. Pachulski (CA Bar No. 90073)
Robert J. Feinstein (NY Bar No. RF-2836)
Jeffrey N. Pomerantz (CA Bar No. 143717)
PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Blvd. 11th Floor
Los Angeles, California 90067-4100
Telephone: 310-227-6910
Facsimile: 310-201-0760
E-mail: rfeinstein@pszjlaw.com
jpomerantz@pszjlaw.com

Proposed Counsel for Official Committee of Unsecured
Creditors Holding Unsecured Claims

SEEN AND NO OBJECTION:

Robert B. Van Arsdale (VSB# 17483)
Assistant U.S. Trustee
Office of the U.S. Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219
(804) 771-2310
(804) 771-2330 (Facsimile)

CERTIFICATION

I hereby certify that the foregoing proposed Order has been either served on or endorsed by all necessary parties.

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Tavenner & Beran, PLC
1015 East Main Street, First Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

NAME	ATTENTION	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	Email	Party/Function
CIRCUIT CITY STORES, LLC	REGINALD D. HEDGEBETH	9950 MAYLAND DRIVE			RICHMOND	VA	23233		804-486-4000	804-527-4164		Debtor
COMMONWEALTH OF VIRGINIA	STATE CORPORATION COMMISSION	TYLER BUILDING	1300 E. MAIN STREET		RICHMOND	VA	23219		804-371-9967	804-371-9734		Government Agency
CORPORATE SALES AND USE, EMPLOYER WITHHOLDING, AND LITTER TAX	VIRGINIA DEPARTMENT OF TAXATION	3600 WEST BROAD STREET			RICHMOND	VA	23230-4915		804-367-8037	804-254-6111		Government Agency
DEPARTMENT OF JUSTICE CIVIL DIVISION	ATTN: DIRECTOR	COMMERCIAL LITIGATION BRANCH	P.O. BOX 875	BEN FRANKLIN STATION	WASHINGTON	DC	20044		202-514-7164	202-307-0494		Government Agency
ENVIRONMENTAL PROTECTION AGENCY		1650 ARCH STREET			PHILADELPHIA	PA	19103-2029		215-814-2625	215-814-3005		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	DIANA SAENZ	1200 PENNSYLVANIA AVENUE NW	SUITE 4209		WASHINGTON	DC	20004		202-272-0167	202-501-0461		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	OFFICE OF GENERAL COUNSEL	U.S. EPA MAILCODE 2377R	1300 PENNSYLVANIA AVENUE, N.W.		WASHINGTON	DC	20004		202-564-4707	202-565-2478		Government Agency
FTI CONSULTING, INC.	MR. ROBERT J. DUFFY	MR. STEPHEN COULOMBE	200 STATE STREET, 2ND FLOOR		BOSTON	MA	02109		617-897-1500	617-897-1510		Financial Advisors
INTERNAL REVENUE SERVICE	ATTN L LORELLO	400 N 8TH STREET BOX 76			RICHMOND	VA	23219		804-916-8064	804-916-8198		Government Agency
KIRKLAND & ELLIS LLP	ATTN LINDA K MYERS ESQ	200 E RANDOLPH DR			CHICAGO	IL	60601		312-861-2200			Counsel to Debtors
KURTZMAN CARSON CONSULTANTS LLC	EVAN GERSHBEIN	2335 ALASKA AVENUE			EL SEGUNDO	CA	90245		310-823-9000	310-823-9133		Claims Agent
KUTAK ROCK LLP	PETER J. BARRETT	1111 EAST MAIN STREET	SUITE 800		RICHMOND	VA	23219		804-343-5237	804-783-6192	peter.barrett@kutakrock.com	
LECLAIR RYAN	ATTN BRUCE MATSON ESQ	RIVERFRONT PLAZA E TOWER	951 E BYRD ST 8TH FL		RICHMOND	VA	23219			804-783-7269		Counsel for DIP Agents
MCGUIREWOODS, LLP	ATTN: DION W. HAYES	901 E CARY ST.	ONE JAMES CENTER		RICHMOND	VA	23219		804-775-1000	804-775-1061		Debtor's Local Counsel
NATIONAL ASSOCIATION OF ATTORNEYS GENERAL	KAREN CORDRY, ESQ.	NAAG BANKRUPTCY COUNSEL	2030 M STREET, N.W., 8TH FLOOR		WASHINGTON	DC	20036		202-326-6025	202-331-1427	kcordry@naag.org	Government Agency
OFFICE OF THE ATTORNEY GENERAL	BOB MCDONNELL	STATE OF VIRGINIA	900 E. MAIN ST.		RICHMOND	VA	23219		804-786-2071	804-786-1991		Government Agency
OFFICE OF THE SECRETARY OF THE COMMONWEALTH		1111 EAST BROAD STREET, 4TH FLOOR			RICHMOND	VA	23219		804-786-2441	804-371-0017		Government Agency
OFFICE OF THE U.S. TRUSTEE	ROBERT B. VAN ARSDALE	701 E. BROAD ST.	SUITE 4304		RICHMOND	VA	23219-1888		804-771-2310	804-771-2330		US Trustee
OFFICE OF THE UNITED STATES TRUSTEE	RICHMOND, VIRGINIA OFFICE	600 EAST MAIN STREET, SUITE 301			RICHMOND	VA	23219		804-771-2310	804-771-2330		United States Trustee
PACHULSKI STANG ZIEHL & JONES LLP	JEFFREY N POMERANTZ ESQ	10100 SANTA MONICA BLVD 11TH FL			LOS ANGELES	CA	90067-4100		310-277-6910	310-201-0760	jpomerantz@pszjlaw.com	Counsel for The Official Committee of Unsecured Creditors
PACHULSKI STANG ZIEHL & JONES LLP	ROBERT J FEINSTEIN ESQ	780 THIRD AVE 36TH FL			NEW YORK	NY	10017		212-561-7700	212-561-7777	rfeinstein@pszjlaw.com	Counsel for The Official Committee of Unsecured Creditors
RIEMER & BRAUNSTEIN LLP	DAVID S. BERMAN	THREE CENTER PLAZA, 6TH FLOOR			BOSTON	MA	02108		617-523-9000	617-880-3456		Counsel to Prepetition Lenders/Counsel to Postpetition Lenders
SECRETARY OF TREASURY SECURITIES & EXCHANGE COMMISSION		15TH & PENNSYLVANIA AVENUE, N.W.			WASHINGTON	DC	20020		202-622-2000	202-622-6415		Government Agency
SECURITIES & EXCHANGE COMMISSION	ATTN: BANKRUPTCY UNIT	15TH & PENNSYLVANIA AVENUE, N.W.			WASHINGTON	DC	20020		202-942-0900	202-942-9625		Government Agency
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP	NATHAN FUCHS, ESQ.	NEW YORK OFFICE	BRANCH/REORGANIZATION	233 BROADWAY	NEW YORK	NY	10279		646-428-1883	646-428-1979		Government Agency
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP	PATRICIA SCHRAGE, ESQ.	ONE RODNEY SQUARE	P.O. BOX 636		WILMINGTON	DE	19899-0636		302-651-3000	302-651-3001		Debtor's Counsel
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP	ATTN: GREGG M. GALARDI	ONE RODNEY SQUARE	P.O. BOX 636		WILMINGTON	DE	19899-0636		302-651-3000	302-651-3001		Counsel to Debtors
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP	GREGG M. GALARDI, ESQ.	IAN S. FREDERICKS, ESQ.	ONE RODNEY SQUARE	P.O. BOX 636	WILMINGTON	DE	19899-0636		302-651-3000	302-651-3001		Counsel to Debtors
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP	TIMOTHY G. POHL, ESQ.	CHRIS L. DICKERSON, ESQ.	333 WEST WACKER DRIVE	SUITE 2000	CHICAGO	IL	60606		312-407-0700	312-407-0411		Counsel to Debtors
TAVENNER & BERAN PLC	LYNN L TAVENNER ESQ				RICHMOND	VA	23219		804-783-8300	804-783-0178	ltavenner@tb-lawfirm.com pberan@tb-lawfirm.com	Counsel for The Official Committee of Unsecured Creditors

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Akin Gump Strauss Hauer & Feld LLP	Jonathan L Gold Mary A House Catherine E Creely	1333 New Hampshire Ave NW		Washington	DC	20036		202-887-4000	202-887-4288	jgold@akingump.com mhouse@akingump.com ccreely@akingump.com	Counsel for Golfsmith International, L.P.; CIM/Birch St., Inc.
Akin Gump Strauss Hauer & Feld LLP	Peter J Gurfein	2029 Century Park E Ste 2400		Los Angeles	CA	90067		310-229-1000	310-229-1001	pgurfein@akingump.com	Counsel for CIM/Birch St., Inc.
Allen & Overy LLP	Ken Coleman	1221 Avenue of the Americas		New York	NY	10020		212-610-6300	212-610-6399	ken.coleman@allenoverly.com	Counsel for Alvarez & Marsal Canada ULC
Allen & Overy LLP	Ken Coleman										
Andrew S Conway Esq		200 E Long Lake Rd Ste 300		Bloomfield Hills	MI	48304		248-258-7427		Aconway@taubman.com	Counsel for the Taubman Landlords
Arent Fox LLP	Timothy F Brown Esq Mary Joanne Dowd Esq Christopher J Gialmo Esq	1050 Connecticut Ave NW		Washington	DC	20036		202-857-6000	202-857-6395	brown.timothy@arentfox.com dowd.mary@arentfox.com gialmo.christopher@arentfox.com	Counsel for F.R.O., L.L.C. IX
Arnall Golden Gregory LLP	Darryl S Laddin Frank N White	171 17th St NW Ste 2100		Atlanta	GA	30363-1031		404-873-8120	404-873-8121	dladdin@agg.com frank.white@agg.com	Counsel for Verizon Communications Inc.
Attorney General of New Jersey	Anne Milgram	Richard J Hughes Justice Complex	PO Box 106 25 Market St	Trenton	NJ	08625-0119		609-777-3432		citizens.services@lps.state.nj.us	Counsel for the State of New Jersey, Division of Taxation and Department of Labor
Attorney General of the United States	Robert P McIntosh	Main Justice Building Rm 5111	10th St and Constitution Ave NW	Washington	DC	20530		804-819-5400	804-819-7417		Counsel for the United States of America
Attorney General of the US	Robert K Coulter	Main Justice Building Rm 5111	10th St and Constitution Ave NW	Washington	DC	20530					Counsel for the United States of America
Attorney General of the US	Richard F Stein	Main Justice Building Rm 5111	10th St and Constitution Ave NW	Washington	DC	20530					Counsel for the United States of America
Ball Janik LLP	Justin D Leonard	101 SW Main St Ste 1100		Portland	OR	97204		503-228-2525	503-295-1058	leonard@balljanik.com	Counsel for Andrews Electronics
Ballard Spahr Andrews & Ingersoll LLP	Constantinos G Panagopoulos Esq Charles W Chotvac Esq	601 13th St NW	Ste 1000 South	Washington	DC	20005		202-661-2200	202-661-2299	cgp@ballardspahr.com chotvacsc@ballardspahr.com	Counsel for Centro Properties Group and Federal Realty Investment Trust
Ballard Spahr Andrews & Ingersoll LLP	David L Pollack Esq Jeffrey Meyers Esq Jesse N Silverman Esq	Mellon Bank Ctr 51st Fl	1735 Market St	Philadelphia	PA	19103		215-864-8325	215-864-9473	pollack@ballardspahr.com meyers@ballardspahr.com silvermanj@ballardspahr.com	Counsel for Centro Properties Group and Federal Realty Investment Trust
Bean Kinney & Korman PC	Mitchell B Weitzman Esq	2300 Wilson Blvd 7th Fl		Arlington	VA	22201		703-525-4000	703-525-2207	mweitzman@beankinney.com	Counsel for Tysons 3 LLC; The Ziegler Companies LLC; Madison Waldorf LLC; Simon Property Group, Inc.
Bernstein Law Firm PC	Stacey Suncine	Ste 2200 Gulf Tower		Pittsburgh	PA	15219					Counsel for Duquesne Light Company
Bewley Lassleben & Miller LLP	Ernie Zachary Park	13215 E Penn St Ste 510		Whittier	CA	90602-1797		562-698-9771 714-994-5131	562-696-6357	ernie.park@bewleylaw.com	Counsel for The Irvine Company LLC
Binder & Malter LLP	Michael W Malter Esq Julie H Rome Banks Esq	2775 Park Ave		Santa Clara	CA	95050				michael@bindermalter.com julie@bindermalter.com	Counsel for Envision Peripherals, Inc.; Daly City Partners I, L.P.
Blank Rome LLP	Regina Stango Kelbon Esq John Lucian Esq	One Logan Sq		Philadelphia	PA	19103		215-569-5507	215-832-5507	kelbon@blankrome.com Lucian@blankrome.com	Counsel for Celco Partnership, Affiliated license holders dba Verizon Wireless; VIWY, L.P.
Blankenship & Keith PC	William H Casterline Jr Esq Jeremy B Root Esq	4020 University Dr Ste 300		Fairfax	VA	22030		703-691-1235	703-691-3913	wcasterlinejr@bklawva.com jroot@bklawva.com	Counsel for ACCO Brands Corporation
Borges & Associates LLC	Wanda Borges Esq	575 Underhill Blvd Ste 118		Syosset	NY	11791		516-677-8200x225		borgeslawfirm@aol.com	Counsel for Sharp Electronics Corporation
Bracewell & Giuliani LLP	William A Trey Wood III	711 Louisiana St Ste 2300		Houston	TX	77002		713-223-2300	713-221-1212	Trey.Wood@bgllp.com	Counsel for Panattoni Construction, Inc.; Raymond & Main Retail, LLC; Chino South Retail PG, LLC; and Panattoni Development Company, Inc.; as Agent for VVI Texas Holdings, LLC; TI PI Texas, LLC; Dudley Mitchell Properties TX, LLC; Shelby Properties TX, LLC; Pinstar Investment Properties TX, LLC; Charles L. Kessinger; Jacque L. Kessinger; Northglenn Retail, LLC
Bricker & Eckler LLP	Kenneth C Johnson Andria M Beckham	100 S Third St		Columbus	OH	43215		614-227-2300	614-227-2390	kjohnson@bricker.com abeckham@bricker.com	Counsel for Expesite LLC
Bronwen Price	Gail B Price Esq	2600 Mission St Ste 206		San Marino	CA	91108		626-799-7800	626-799-7990		Counsel for 13630 Victory Boulevard LLC
Brown Connery LLP	Donald K Ludman	6 N Broad St Ste 100		Woodbury	NJ	08096		856-812-8900	856-853-9933	dludman@brownconnery.com	Counsel for SAP Retail, Inc. and Business Objects
Buchalter Nemer A Professional Corporation	Craig C Chiang Esq	333 Market St 25th Fl		San Francisco	CA	94105-2126		415-227-0900	415-227-0770	cchiang@buchalter.com	Counsel for Premier Retail Networks, Inc.
Canon USA Inc	Ruth Weinstein	1 Canon Plz		Lake Success	NY	11042		516-328-5121	516-328-5129	rweinstein@cusa.canon.com	Canon U.S.A., Inc.
Cantor Arkema PC	David K Spiro Esq Neil E McCullagh Esq	PO Box 561	1111 E Main St 16th Fl	Richmond	VA	23218-0561		804-644-1400	804-225-8706	dspro@cantorarkema.com nmccullagh@cantorarkema.com	Counsel for Dentici Family Limited Partnership
Carlton Fields PA	John J Lamoureux Esq	4221 W Boy Scout Blvd 10th Fl		Tampa	FL	33607-5736		813-223-7000	813-229-4133	jlamoureux@carltonfields.com	Counsel for Amore Construction Company
Carroll & Carroll PLLC	Scott P Carroll Esq	831 E Morehead St Ste 44C		Charlotte	NC	28202		704-332-5654	704-332-6238	jawcarroll@aol.com	Counsel for Alliance-Rocky Mount, LLC
Chatham County Tax Commissioner	Daniel T Powers	PO Box 8321		Savannah	GA	31412		912-652-7110	912-652-7101		Chatham County Tax Commissioner

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Christian & Barton LLP	Augustus C Epps Jr Esq Michael D Mueller Esq Jennifer M McLemore Esq Noelle M James Esq	909 E Main St Ste 1200		Richmond	VA	23219		804-697-4104 804-697-4100 804-697-4129	804-697-6104 804-697-4112 804-697-6129	aepps@cblaw.com mmueller@cblaw.com jmclcmore@cblaw.com njames@cblaw.com	Counsel for Lexmark International, Inc.; Gateway Center Properties III, LLC; SMR Gateway III, LLC; Union Square Retail Trust; Whitestone Development Partners, L.P.; CC-Investors 1995-6; M.I.A Brookhaven, LLC; The West Campus Square Company, LLC; Amargosa Palmdale Investments, LLC; Bella Terra Associates, LLC; RD Bloomfield Associates Limited Partnership; P/A Acadia Pelham Manor, LLC; Acadia Realty Limited Partnership
Ciardi Ciardi & Astin PC	Albert A Ciardi III Esq Thomas D Bielli Esq	One Commerce Sq Ste 1930	2005 Market St	Philadelphia	PA	19103		215-557-3550	215-557-3551	aciardi@ciardilaw.com tblelli@ciardilaw.com	Counsel for Little Britain Holding, LLC
Cole Schotz Meisel Forman & Leonard PA	G David Dean Esq	300 E Lombard St Ste 2000		Baltimore	MD	21202		410-528-2972	410-230-0667	ddean@coleschotz.com	Counsel for Faber Bros, Inc.
Connolly Bove Lodge & Hutz LLP	Karen C Bifferato Esq Christina M Thompson Esq	PO Box 2207	1007 N Orange St	Wilmington	DE	19899		302-658-9141	302-658-0380	kbifferato@cblh.com cthompson@cblh.com	Counsel for Inland Southwest Management LLC; Inland American Retail Management LLC; Inland US Management LLC; Inland Pacific Property Services LLC; Inland Commercial Property Management, Inc.; and Inland Continental Property Management Corp.
Connolly Bove Lodge & Hutz LLP	Min Park Esq	1875 Eye St NW 11th Fl		Washington	DC	20006		202-331-7111	202-293-6229	mpark@cblh.com	Counsel for Inland Southwest Management LLC; Inland American Retail Management LLC; Inland US Management LLC; Inland Pacific Property Services LLC; Inland Commercial Property Management, Inc.; and Inland Continental Property Management Corp.
Cook Heyward Lee Hopper & Feehan PC	David D Hopper Esq	4551 Cox Rd Ste 210	PO Box 3059	Glen Allen	VA	23058-3059		804-747-4500	804-762-9608	ddhopper@chlh.com	Counsel for Rio Associates Limited Partnership
Cooley Godward Kronish LLP	Gregg S Kleiner	101 California St 5th Fl		San Francisco	CA	94111-5800				kleinergs@cooley.com	Counsel for Shopping.com, Inc.
Core Properties Inc	James Donaldson	831 E Morehead St Ste 44E		Charlotte	NC	28202		704-342-0410	704-342-0704	jim@coreproperties.com	Counsel for Alliance-Rocky Mount, LLC
County of Henrico Attorneys Office	Rhysa Griffith South Esq	PO Box 90775		Henrico	VA	23273-0775		804-501-5091	804-501-4140	Sou06@co.henrico.va.us	Counsel for County of Henrico
Cox Castle & Nicholson LLP	Jess R Bressi Esq	19800 MacArthur Blvd Ste 500		Irvine	CA	92612		949-476-2111	949-476-0256	jbressi@coxcastle.com	Counsel for RJ Ventures, LLC and K&G Dearborn LLC
Culbert & Schmitt PLLC	Ann E Schmitt	30C Catocin Cir SE		Leesburg	VA	20175		703-737-7797	703-737-6470	aschmitt@culbert-schmitt.com	Counsel for Plaza Las Palmas LLC
Developers Diversified Realty Corporation	Eric C Cotton Esq	PO Box 227042	3300 Enterprise Pkwy	Beachwood	OH	44122		212-755-5500		ecotton@ddrc.com	Corporate Counsel
Developers Diversified Realty Corporation	Eric C Cotton Esq	3300 Enterprise Pkwy	PO Box 228042	Beachwood	OH	44122		216-755-5500	216-755-1678	ecotton@ddrc.com	Counsel for Developers Diversified Realty Corporation
DLA Piper LLP	Timothy W Brink Esq Nichola M Miller Esq	203 N LaSalle St Ste 1900		Chicago	IL	60601		312-368-6802 312-368-7927	312-251-2170 312-251-2884	timothy.brink@dlapiper.com nicholas.miller@dlapiper.com	Counsel for InnerWorkings, Inc.; Manufacturers and Traders Trust Company
DLA Piper LLP	Anne Braucher Esq	500 Eighth St NW		Washington	DC	20004		202-799-4000	202-799-5000	anne.braucher@dlapiper.com	Counsel for InnerWorkings, Inc.; Manufacturers and Traders Trust Company
Donahue Gallagher Woods LLP	William R Hill Eric A Handler	300 Lakeside Dr Ste 1900		Oakland	CA	94612		510-451-0544	510-832-1486	rock@donahue.com ehandler@donahue.com	Counsel for Monte Vista Crossings, LLC
Donchess Notinger & Tamposi	Peter N Tamposi	547 Amherst St Ste 204		Nashua	NH	03063		603-886-7266		Peter@dnipc.com nontrustee@dnipc.com	Counsel for Eastman Kodak Company
Duane Morris LLP	Rudolph J Di Massa Jr Esq Matthew E Hoffman Esq Lauren Lonergan Taylor Esq							215-979-1506 215-979-1524 215-979-1000	215-689-2138 215-689-4922 215-979-1020	DiMassa@duanemorris.com MEHoffman@duanemorris.com LLTaylor@duanemorris.com	Counsel for Audiovox Corporation; Principal Life Insurance Company
Duane Morris LLP	Matthew E Hoffman Esq Denyse Sabagh	30 S 17th St 505 9th St NW Ste 1000		Philadelphia Washington	PA DC	19103 20004-2166		215-979-1000 202-776-7817	215-979-1020 202-379-9867	MEHoffman@duanemorris.com dsabagh@duanemorris.com	Counsel for Principal Life Insurance Company
Duane Morris LLP	Lauren Lonergan Taylor Matthew E Hoffman	30 S17th St		Philadelphia	PA	19103		215-979-1000	215-979-1020	ltaylor@duanemorris.com mehoffman@duanemorris.com	Counsel for Principal Life Insurance Company
Durette Bradshaw PLC	Roy M Terry Jr Esq John C Smith Esq Elizabeth L Gunn Esq									rterry@durettebradshaw.com jsmith@durettebradshaw.com egunn@durettebradshaw.com	Counsel for Hewlett Packard Company
Eaton Corporation	David J Persichetti	Eaton Center	Eaton Ctr 1111 Superior Ave	Cleveland	OH	44114-2584		216-523-4539			Counsel for Eaton Corporation
Elliott Greenleaf	Rafael X Zahraiddin Aravena Neil R Lapinski	1000 W St Ste 1440		Wilmington	DE	19899		302-384-9400	302-656-3714	rxza@elliottgreenleaf.com nrl@elliottgreenleaf.com	Counsel for Symantec Corporation
Empire Blue Cross Blue Shield	Louis Benza Esq	15 Metro Tech Ctr 6th Fl		Brooklyn	NY	11201				louis.benza@empireblue.com	Empire HealthChoice Assurance, Inc., d/b/a Empire Blue Cross Blue Shield
Enterprise Asset Management Inc	Lee Sudakoff	521 Fifth Ave Ste 1804		New York	NY	10175		212-824-1151	212-824-1102	Lee.Sudakoff@eassets.com	Counsel for South Shields #1, Ltd.
Envision Peripherals Inc	Gay Richey Sr Credit Manager	47490 Seabridge Dr		Fremont	CA	94538				gay@epius.com	Envision Peripherals, Inc.
Ervin Cohen & Jessup LLP	Michael S Kogan	9401 Wilshire Blvd 9th Fl		Beverly Hills	CA	90212		310-273-6333	310-859-2325	mkogan@ecjlaw.com	Counsel for Ditan Distribution LLC

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Felderstein Fitzgerald Willoughby & Pascuzzi LLP	Paul J Pascuzzi	400 Capitol Mall Ste 1450		Sacramento	CA	95814		916-329-7400x222	916-329-7435	ppascuzzi@fwlaw.com	Counsel for McClatchy Company; Biloxi Sun Heald; Columbus Ledger-Enquirer; Charlotte Observer; Fort Worth Star-Telegram; Island Packet; Macon Telegraph; Raleigh News & Observer; Myrtle Beach Sun News; Columbia State; Belleville News-Democrat; Bellingham Herald; Idaho Statesman; Kansas City Star; Tri-City Herald; Tacoma News Inc; Olympian; Centre Daily Times (State College); Wichita Eagle; Fresno Bee; Lexington Herald-Leader; Modesto Bee; Miami Herald; Merced Sun Star; Sacramento Bee; Bradenton Herald; San Luis Obispo Tribune
Finn Dixon & Herling LLP	Henry P Baer Jr Esq	177 Broad St		Stamford	CT	06901-2048		203-325-5000	203-325-5001	hbaer@fdh.com	Counsel for Bell'O International Corp.
Ford Parshall & Baker	Jordan M Humphreys	3210 Bluff Creek		Columbia	MO	65201		573-875-1901		jhumphreys@fpb-law.com	Counsel for Columbia Plaza Joint Venture
Foster Pepper PLLC	Christopher M Alston	1111 Third Ave Ste 3400		Seattle	WA	98101		206-447-4400		aistc@foster.com	Counsel for 507 Northgate, LLC
Franklin & Prokopik PC	Andrew L Cole	The B&O Bldg	Two N Charles St Ste 600	Baltimore	MD	21201		410-752-8700	410-752-6868	acole@fandpnet.com	Counsel for Faber Bros., Inc.
Friedman Dumas & Springwater LLP	Ellen A Friedman Esq	150 Spear St Ste 1600		San Francisco	CA	94105		415-834-3800	415-834-1044	efriedman@friedumspring.com	Counsel for Hewlett-Packard Company
Fullerton & Knowles PC	Richard I Hutson Esq	12644 Chapel Rd Ste 206		Clifton	VA	20124		703-818-2600	703-818-2602	rhutson@fullertonlaw.com	Counsel for US Signs, Inc.
Glass & Reynolds	David G Reynolds Esq	PO Box 1700		Corrales	NM	87048		505-899-5019	505-792-9095	dave@glassandreynolds.com	Counsel for Homero Mata
Gleason Dunn Walsh & O Shea	Ronald G Dunn Esq	40 Beaver St		Albany	NY	12207		518-432-7511	518-432-5221	rdunn@gdwo.net	Counsel for Savitri Cohen
Goodwin & Goodwin LLP	Suzanne Jett Trowbridge	300 Summers St Ste 1500		Charleston	WV	25301		304-346-7000	304-344-0602	sjt@goodwingoodwin.com	Counsel for 601 Plaza, LLC; Pat Minnite, Jr.; Judith Rae Minnite; PM Construction, Inc.; The PM Company
Goulston & Storrs PC	Christine D Lynch Esq Peter D Bilowz Esq	400 Atlantic Ave		Boston	MA	02110-3333		617-482-1776	617-574-4112	clynch@goulstonstorrs.com pbilowz@goulstonstorrs.com	Counsel for E&A Northeast Limited Partnership; Route 146 Millbury LLC; Interstate Augusta Properties LLC; SR Weiner & Associates Inc; Ray Mucci's Inc.; NPP Development LLC
Greenberg Glusker Fields Claman & Machtinger LLP	Jeffrey A Krieger Esq	1900 Avenue of the Stars Ste 2100		Los Angeles	CA	90067-4590		310-553-3610	310-553-0687	jkrieger@ggfirm.com	Counsel for Southwinds Ltd
Greenberg Traurig LLP	Daniel J Ansell Esq Heath B Kushnick Esq	200 Park Ave		New York	NY	10166		212-801-9200	212-801-6400	AnsellD@GTLaw.com kushnickh@gtlaw.com	Counsel for Gateway Center Properties III, LLC; SMR Gateway III, LLC; Union Square Retail Trust; Whitestone Development Partners, L.P.; RD Bloomfield Associates Limited Partnership; P/A Acadia Pelham Manor, LLC; Acadia Realty Limited Partnership
Greenberg Traurig LLP	Howard J Berman Esq	200 Park Ave		New York	NY	10166		212-801-9200	212-801-6400	bermanh@gtlaw.com	Counsel for CC-Investors 1995-6
Hamburg Karic Edwards & Martin LLP	J Bennett Friedman Esq	1900 Avenue of the Stars Ste 1800		Los Angeles	CA	90067		310-552-9292	310-552-9291	jfriedman@hkemlaw.com	Counsel for The West Campus Square Company, LLC; Amargosa Palmdale Investments, LLC; Bella Terra Associates, LLC
Hamilton Beach Brands Inc	Bill Ray	4421 Waterfront Dr		Glen Allen	VA	23060				bill_ray@hamiltonbeach.com	Credit Manager for Hamilton Beach Brands, Inc.
Hangley Aronchick Segal & Pudlin	Ashely M Chan Esq	One Logan Sq 27th Fl		Philadelphia	PA	19103		215-496-7050	215-568-0300	achan@hangley.com	Counsel for The City of Philadelphia
Haynes and Boone LLP	Jason Binford	2323 Victory Ave Ste 700		Dallas	TX	75219		214-651-5000	214-651-5940	jason.binford@haynesboone.com	Counsel for Phoenix Property Company; BB Fonds International 1 USA, L.P.
Herrick Feinstein LLP	Paul Rubin	Two Park Ave		New York	NY	10016		212-592-1400	212-592-1500	prubin@herrick.com	Counsel for Canon U.S.A., Inc.
Hewitt & O Neil LLP	Lawrence J Hilton	19900 MacArthur Blvd Ste 1050		Irvine	CA	92612		949-798-0500	949-798-0511	lhilton@hewittoneil.com	Counsel for Targus Inc
Hinckley Allen & Snyder LLP	Jennifer V Doran Esq	28 State St		Boston	MA	02109		617-345-9000	617-345-9020	jdoran@haslaw.com	Counsel for DeMatteo Management, Inc.
Hirschler Fleischer PC	Michael P Falzone Esq Sheila deLa Cruz Esq	PO Box 500		Richmond	VA	23218-0500		804-771-9530 804-771-9560	804-644-0957	mfalzone@hf-law.com sdelacruz@hf-law.com	Counsel for Altamonte Springs Real Estate Associates; 502-12 86th Street LLC; Woodlawn Trustees, Incorporated
Hodgson Russ LLP	Garry M Graber Esq	The Guaranty Bldg	140 Pearl St Ste 100	Buffalo	NY	14202		716-856-4000	716-849-0349	ggrab@hodgsonruss.com	Basile Limited Liability Company Counsel for Manufacturers & Traders Trust Company
Hofheimer Gartlir & Gross LLP	Scott R Kipnis Esq Rachel N Greenberger Esq Nicholas B Malito Esq	530 Fifth Ave		New York	NY	10036		212-818-9000	212-869-4830	skipnis@hgg.com rgreenberger@hgg.com nmalito@hgg.com	Counsel for Dollar Tree Stores, Inc.
Holland & Knight LLP	Richard E Lear	2099 Pennsylvania Ave NW Ste 100		Washington	DC	20006		202-457-7049	202-955-5564	richard.lear@hklaw.com	CapTech Ventures, Inc.
Honigman Miller Schwartz and Cohn LLP	Seth A Drucker Esq Adam K Keith Esq Joseph R Sgroi Esq	2290 First National Bldg	660 Woodward Ave Ste 2290	Detroit	MI	48226		313-465-7626 313-465-7460 313-465-7570	313-465-7627 313-465-7461 313-465-7571	sdrucker@honigman.com akeith@honigman.com jsgroi@honigman.com	Counsel for McKinley, Inc.; Ritz Motel Company; The Marketplace of Rochester Hills Parcel B, LLC; DIRECTV, Inc.
Howard Rice Nemerovski Canady Falk & Rabkin	Gary M Kaplan Esq	Three Embarcadero Ctr 7th Fl		San Francisco	CA	94111-4065		415-434-1600	415-217-5910	gmkaplan@howardrice.com	Counsel for Eel McKee LLC
Hunton & Williams LLP	Michael S Held Esq	1445 Ross Ave Ste 3700		Dallas	TX	75202-2799		214-468-3334	214-468-3599	mheld@hunton.com	Counsel for Harvest HPE LP; Cypress CC Marion I LP
Hunton & Williams LLP	J Eric Crupi	1900 K St NW		Washington	DC	20006		202-419-2143	202-778-7445	ecrupi@hunton.com	Counsel for Taubman Auburn Hills Associates Limited Partnership
Hunton & Williams LLP	Benjamin C Ackerly JR Smith Henry Toby P Long III	Riverfront Plz E Tower	951 E Byrd St	Richmond	VA	23219-4074		804-788-8479	804-788-8218	backerly@hunton.com jrsmith@hunton.com hlong@hunton.com	Counsel for Panasonic Corporation of North America; Taubman Auburn Hills Associates Limited Partnership; Alvarez & Marsal Canada ULC
Hunton & Williams LLP	Robert S Westermann Esq	Riverfront Plz E Tower	951 E Byrd St	Richmond	VA	23219-4074		804-788-8200	804-788-8218	rwestermann@hunton.com	Counsel for Harvest HPE LP; Cypress CC Marion I LP; COMSYS Information Technology Services, Inc. and COMSYS Services, LLC; Galleria Plaza, Ltd.

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
IBM Corporation	Vicky Namken	13800 Diplomat Dr		Dallas	TX	75234				dcox@jackscamp.com	Counsel for IBM Corporation; InfoPrint Solutions Company
Jackson & Campbell PC	David H Cox Esq John J Matteo Esq	1120 20th St NW	S Tower	Washington	DC	20036		202-457-1600	202-457-1678	jmatteo@jackscamp.com	Counsel for Port Arthur Holdings, III, Ltd.
Jaspan Schlesinger LLP	Hale Yazicioglu Esq	300 Garden City Plz		Garden City	NY	11530		516-746-8000	516-393-8282	hyazicioglu@jaspanllp.com	Counsel for AVR CPC Associates LLC
Jay T Blount		300 Industry Dr	RIDC Park W	Pittsburgh	PA	15275		724-273-3675	724-227-1928	jay.blount@dcsq.com	Counsel for Dick's Sporting Goods, Inc.; Golf Galaxy, Inc.
Jeffer Mangels Butler & Marmaro LLP	David M Poitras PC	1900 Avenue of the Stars 7th Fl		Los Angeles	CA	90067		310-203-8080	310-712-8571	dpoitras@jmbm.com	Counsel for THQ, Inc.
John Marshall Collins PC	John Marshall Collins Esq	50 W San Fernando St Ste 400		San Jose	CA	95113				johnolaw@gmail.com	Counsel for Daly City Partners I, L.P.
Jones Day	Sheila L Shadmand Esq	51 Louisiana Ave NW		Washington	DC	20001-2113		202-879-3939	202-626-1700	sshadmand@jonesday.com	Counsel for Ventura In Manhattan Inc
Jones Day	Jeffrey B Ellman Brett J Berlin	1420 Peachtree St NE Ste 800		Atlanta	GA	30309-3053		404-521-3939	404-581-8330	jbellman@jonesday.com bjberlin@jonesday.com	Counsel for Ventura In Manhattan Inc.
K&L Gates LLP	Eric C Rusnak	1601 K St NW		Washington	DC	20006-1600		202-778-9000	202-778-9100	eric.rusnak@klgates.com	Counsel for Microsoft Corporation
K&L Gates LLP	Marc Barreca	925 Fourth Ave Ste 2900		Seattle	WA	98104-1158		206-623-7580	206-623-7022	marc.barreca@klgates.com bankruptcyecf@klgates.com	Counsel for Microsoft Corporation
K&L Gates LLP	Amy Pritchard Williams	Hearst Tower 47th Fl	214 N Tryon St	Charlotte	NC	28202		704-331-7400	704-353-3129	amy.williams@klgates.com	Counsel for DIM Vastgoed, N.V.; Cobb Corners II, Limited Partnership; PrattCenter, LLC; UTC I, LLC; Valley Corners Shopping Center, LLC and Encinitas PFA, LLC
Katsky Korins LLP	Steven H Newman Esq	605 Third Ave 16th Fl		New York	NY	10158		212-953-6000	212-953-6899	snewman@katskykorins.com	Counsel for 502-12 LLC; 502-12 86th St LLC
Katten Muchin Rosenman LLP	c o Brian D Huben c o Thomas J Leanse c o Dustin P Branch	2029 Century Park E Ste 2600		Los Angeles	CA	90067-3012		310-788-4400		brian.huben@kattenlaw.com dustin.branch@kattenlaw.com thomas.leanse@kattenlaw.com	Counsel for The Macerich Company; PREEF Property Management; Watt Companies, Cousins Properties; Portland Investment Company of America; and Prudential Insurance Company of America
Kaufman & Canoles	Paul K Campsen Esq	150 W Main St Ste 2100		Norfolk	VA	23510		757-624-3000	757-624-3169	pkcampsen@kaufcan.com	Counsel for Ramco West Oaks I, LLC; Ramco JW, LLC; RLV Village Plaza, LP; RLV Vista Plaza, LP; Rebs Muskegon LLC; Pelkar Musegon, LLC; Faram Musegon, LLC; Lea Company, the assignee from Newport News Shopping Center, LLC; Crossways Financial Associates, LLC, f/k/a Cannon Ridge Gardens Associates, L.P., the Assignee from Tidevest Limited Partnership Associates
Kelley Drye & Warren LLP	James S Carr Esq Robert L LeHane Esq	101 Park Ave		New York	NY	10178		212-808-7800	212-808-7897	KDWBankruptcyDepartment@kelleydrye.com	Counsel for Developers Diversified Realty Corporation; Weingarten Realty Investors; Bassar-Kaufman; General Growth Properties, Inc.; Jones Lang LaSalle Americas, Inc.; Phillips International; S.J. Collins Enterprises, Goodman Enterprises; DeHart Holdings; Weeks Properties CG Holdings; FW CA-BREA Marketplace LLC; Regency Centers, L.P.; RC CA Santa Barbara, LLC;
Kepley Broschious & Biggs PLC	William A Broschious Esq	7201 Glen Forest Dr Ste 102		Richmond	VA	23226		804-288-3446	804-288-3661	wbroschious@kbbplc.com	Counsel for Kamin Realty Company, Jurupa Bolingbrook LLC
King & Spalding LLP	James A Pardo Jr Thaddeus D Wilson	1180 Peachtree St		Atlanta	GA	30309		404-572-4600	404-572-5129	jpardo@kslaw.com thadwilson@kslaw.com	Counsel for Mitsubishi Electric & Electronics USA, Inc. and Mitsubishi Digital Electronics America, Inc.
Kitchens Kelly Gaynes PC	Heather D Dawson Esq	11 Piedmont Ctr Ste 900	3495 Piedmont Rd NE	Atlanta	GA	30305		404-237-4100	404-364-0126	hdawson@kkgpc.com	Counsel for Westgate Village LP
Klee Tuchin Bogdanoff & Stern LLP	Michael L Tuchin	1999 Avenue of the Stars 39th Fl		Los Angeles	CA	90067-6049				mtuchin@ktbslaw.com	Counsel for Paramount Home Entertainment
Klehr Harrison Harvey Branzburg & Ellers LLP	Jeffrey Kurtzman Esq	260 S Broad St		Philadelphia	PA	19102		215-569-4493	215-568-6603	jkurtzma@klehr.com	Counsel for The Goldenberg Group
Krokidas & Bluestein LLP	Anthony J Cichello Esq	600 Atlantic Ave		Boston	MA	02210				acichello@kb-law.com	Counsel for Loop West LLC, by its Managing Agent The Wilder Companies, Ltd.
Kupelian Ormond & Magy PC	Terrance A Hiller Jr Esq David M Blau Esq	25800 Northwestern Hwy Ste 950		Southfield	MI	48075		248-357-0000	248-357-7488	tah@korpcc.com dmb@korpcc.com	Counsel for Ramco West Oaks I, LLC; Ramco JW, LLC; RLV Village Plaza, LP; RLV Vista Plaza, LP; Rebs Musegon, LLC; Pelkar Musegon, LLC; Faram Musegon, LLC
Kutak Rock LLP	Michael A Condyles Esq Loc Pfeiffer Esq Peter J Barrett Esq	1111 E Main St Ste 800		Richmond	VA	23219-3500		804-644-1700	804-783-6192	michael.condyles@kutakrock.com loc.pfeiffer@kutakrock.com peter.barrett@kutakrock.com	Counsel for Sony Electronics Inc.; Schottenstein Property Group, Inc.
Landsberg Margulies LLP	Ian S Landsberg Esq	16030 Ventura Blvd Ste 470		Encino	CA	91436		818-705-2777	808-705-3777	ilandsberg@lm-lawyers.com	Counsel for Eagleridge Associates, LLC; Torrance Towne Center Associates, LLC; NMC Stratford, LLC and FJL-MVP, LLC
Latham & Watkins LLP	Josef S Athanas	Sears Tower Ste 5800	233 S Wacker Dr	Chicago	IL	60606		312-876-7700	312-993-9767	josef.athanas@lw.com	Counsel for Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC
Law Office of Robert E Luna PC	Andrea Sheehan	4411 N Central Expressway		Dallas	TX	75205		214-521-8000	214-521-1738	sheehan@txschoolilaw.com	Counsel for Lewisville Independent School District
Law Offices of Ronald K Brown Jr	Ronald K Brown Jr	901 Dove St Ste 120		Newport Beach	CA	92660		949-250-3322	949-250-3387	rbkgwhw@aol.com	Counsel for Pacific Castle Groves, LLC
Lazer Aptheker Rosella & Yedid PC	Robin S Abramowitz	Melville Law Ctr	225 Old Country Rd	Melville	NY	11747-2712		631-761-0800		abramowitz@larypc.com	Counsel for CC Colonial Trust; CC Joliet Trust; CC Merrillville Trust; Bond Circuit VIII Delaware Trust

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Leach Travell Britt PC	Stephen E Leach Esq D Marc Sarata Esq	8270 Greensboro Dr Ste 1050		McLean	VA	22102		703-584-8902	703-584-8901	sleach@tbtlaw.com msarata@tbtlaw.com	Counsel for Children's Discovery Centers of America, Inc.
LeClairRyan A Professional Corporation	Bruce H Matson	Riverfront Plz E Tower	951 E Byrd St	Richmond	VA	23218-2499		804-783-2003	804-783-2294	Bruce.Matson@leclairryan.com	Counsel for Bank of America, N.A., as Agent
Lehnardt & Lehnardt LLC	Detlef G Lehnardt Stephen K Lehnardt	20 Westwoods Dr		Liberty	MO	64068-3519		816-407-1400	816-407-9088	skleh@lehnardt-law.com jeremy.friedberg@liff.com	Counsel for 3725 Airport Blvd LP Counsel for Toshiba America Consumer Products, L.L.C. and Toshiba America Information Systems, Inc.
Leitess Leitess Friedberg & Fedder PC	Jeremy S Friedberg Esq Gordon S Young Esq	One Corporate Ctr	10451 Mill Run Cir Ste 1000	Owings Mills	MD	21117		410-581-7400	410-581-7410	gordon.young@liff.com lstopol@levystopol.com	Counsel for Audiovox Corporation
Levy Stopol & Camelo LLP	Larry Stopol Esq	1425 RexCorp Plz		Uniondale	NY	11556-1425		516-802-7008	516-802-7008	sam.oh@limruger.com	Counsel for Averatec/Trigem USA
Lim Ruger & Kim LLP	Samuel S Oh Esq	1055 W Seventh St Ste 2800		Los Angeles	CA	90017		213-955-9500	213-955-9511		
Linebarger Goggan Blair & Sampson LLP	Elizabeth Weller	2323 Bryan St Ste 1600		Dallas	TX	75201		214-880-0089	469-221-5002	dallas.bankruptcy@publicans.com	Counsel for Dallas County and Tarrant County
Linebarger Goggan Blair & Sampson LLP	Diane W Sanders	PO Box 17428	1949 S IH 35 78741	Austin	TX	78760		512-447-6675	512-443-5114	austin.bankruptcy@publicans.com	Counsel for City of Round Rock; McLennan County; South Texas ISD; South Texas College; City of McAllen; McAllen ISD; Cameron County; Nueces County
Linebarger Goggan Blair & Sampson LLP	John P Dillman	PO Box 3064		Houston	TX	77253-3064		713-844-3478	713-844-3503	houston_bankruptcy@publicans.com	Counsel for Harris County, et al.; Fort Bend County; Cypress-Fairbanks Independent School District; Montgomery County
Linebarger Goggan Blair & Sampson LLP	David G Aelvoet	711 Navarro Ste 300		San Antonio	TX	78205		210-225-6763	210-225-6410	sanantonio.bankruptcy@publicans.com banglander@linowes-law.com	Counsel for the City of El Paso Counsel for Alliance Entertainment Corporation and Source Interlink Media, LLC
Linowes and Blocher LLP	Brian M Nestor Esq	7200 Wisconsin Ave Ste 800		Bethesda	MD	20814		301-961-5125	301-654-2801	bnestor@linowes-law.com ipostic@mindspring.com aarusso@mindspring.com	Counsel for Sun Belt General Contractors, Inc.
Lionel J Postic PC	Lionel J Postic Esq	125 Townpark Dr Ste 300		Kennesaw	GA	30144		770-977-6767			
Locke Lord Bissell & Liddell LLP	Thomas G Yoxall Thomas A Connop	2200 Ross Ave Ste 2200		Dallas	TX	75201		214-740-8000	214-740-8800		Counsel for Parago, Inc.; Home Depot USA, Inc.
Locke Lord Bissell & Liddell LLP	Melissa S Hayward Elizabeth C Freeman	600 Travis St Ste 3400		Houston	TX	77002		713-226-1200	713-223-3717		Counsel for Home Depot USA, Inc.
Loudoun County Attorney	John R Roberts	One Harrison St SE	MSC No 06	Leesburg	VA	20175-3102		703-777-0307	703-771-5025	Belkys.Escobar@loudoun.gov vdagostino@lowenstein.com	Counsel for Loudoun County Counsel for AT&T
Lowenstein Sandler PC	Vincent A D Agostino Esq	65 Livingston Ave		Roseland	NJ	07068		973-597-2500	973-597-2400		
Macdermid Reynolds & Glissman PC	Michael S Stiebel	86 Farmington Ave		Hartford	CT	06105		860-278-1900	860-547-1191	taxcol@co.madison.al.us swells@co.madison.al.us	Counsel for Basile Limited Liability Company Counsel for Tax Collector of Madison County, Alabama
Madison County Alabama Tax Collector	Lynda Hall	Madison County Courthouse	100 Northside Sq	Huntsville	AL	35801		256-532-3369	256-531-3368		
Magee Foster Goldstein & Sayers PC	A Carter Magee Jr W Joel Charboneau	PO Box 404		Roanoke	VA	24003		540-343-9800	540-343-9898	cmagee@mfqs.com jcharboneau@mfqs.com	Counsel for Lewisville Independent School District; Arlington ISD; Alief ISD; Baybrook MUD 1; Brazoria County, Brazoria County MUD #6; Burleson ISD; Carroll ISD; City of Cedar Hill; City of Hurst; City of Lake Worth; City of Wichita Falls; Clear Creek ISD; Fort Bend ISD; Fort Bend LID 2; Fort Worth ISD; Galena Park ISD; Hidalgo County & H.C. Drainage District #1; Humble ISD; Lubbock CAD; Midland County Tax Office; Potter County Tax Office Tyler ISD; Wichita County; Wichita Falls ISD; Woodlands Metro MUD; Woodlands RUD #1
Magruder Cook Carmody & Koutsoufiks	Anne M Magruder Esq Leon Koutsoufiks Esq	1889 Preston White Dr Ste 200		Reston	VA	20191		703-766-4400	703-766-4408	lkouts@magruderpc.com cfarley@mccarter.com	Counsel for Washington Real Estate Investment Trust Counsel for PNY Technologies, Inc.
McCarter & English LLP	Clement J Farley Angela Sheffler Abreu	Four Gateway Ctr	100 Mulberry St	Newark	NJ	07102-4096		973-622-4444	973-624-7070	aabreu@mccarter.com mreed@mvbalaw.com	Attorney for Williamson County, Texas, et al.
McCreary Veselka Bragg & Allen PC	Michael Reed	PO Box 1269		Round Rock	TX	78680		512-323-3200		graicht@mwle.com kpalmr@mwe.com	Counsel for Altamonte Springs Real Estate Associates Counsel for Altamonte Springs Real Estate Associates
McDermott Will & Emery LLP	Geoffrey T Raicht Esq	340 Madison Ave		New York	NY	10173-1922		212-547-5400	212-547-5444		
McDermott Will & Emery LLP	Karla L Palmer Esq	600 13th St NW		Washington	DC	20005-3096		202-756-8000	202-756-8087	molden@mhallow.com acampbell@mhallow.com sthompson@mhallow.com	Counsel for Colorado Structures, Inc., dba CSI Construction Company Counsel for Bethesda Softworks, LLC
McDonough Holland & Allen PC	Mary E Olden Esq Andre K Campbell Esq Sean Thomas Thompson Esq	555 Capitol Mall Ste 950		Sacramento	CA	95814		916-444-3900	916-444-9334	jmcjunker@mckennalong.com jmcjunker@mckennalong.com dfolds@mckennalong.com	Counsel for 120 Orchard LLC; 427 Orchard LLC; FT Orchard LLC; Marc Realty Counsel for Carousel Center Company, L.P.; Sangertown Square, L.L.C.; EcklecCo NewCo, LLC; Landover, LLC; Charlotte UY, LLC; Cameron Bayonne, LLC; and Fingertakes Crossing, LLC; NBT Bank, N.A.
McKenna Long & Aldridge LLP	John G McJunkin Esq	1900 K St NW		Washington	DC	20006		202-496-7312	202-496-7094		Counsel for JWC/Loftus, LLC
McKenna Long & Aldridge LLP	John G McJunkin Esq J David Folds	1900 K St NW		Washington	DC	20006		202-496-7312	202-496-7756		
Menter Rudin & Trivelpiece PC	Kevin M Newman Esq	308 Maltbie St Ste 200		Syracuse	NY	13204-1498		315-474-7541	315-474-4040	knewman@menterlaw.com phil.baxa@mercetrigiani.com	Counsel for JWC/Loftus, LLC
MercerTrigiani LLP	Philip C Baxa Esq	16 S Second St		Richmond	VA	23219		804-782-8691	804-644-0209		Counsel for Miami-Dade County Tax Collector
Miami Dade County Attorneys Office	Erica S Zaron	2810 Stephen P Clark Ctr	111 NW First St	Miami	FL	33128-1993		305-375-5151	305-375-5611	cao.bkc@miamidade.gov gcacuci@law.nyc.gov	Counsel for The City of New York Counsel for Giant of Maryland LLC and The Stop & Shop Supermarket Company LLC
Michael A Cardozo	Gabriela P Cacuci Esq	100 Church St Rm 5 223		New York	NY	10007		212-788-0688	212-788-0937 212-788-0450		
Michael J Sawyer	Quincy Ctr Plaza	PO Box 55888	1385 Hancock St	Quincy	MA	02169		617-770-6003	617-770-6091	msawyer@stopandshop.com	

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Michelle Leeson CFCA		PO Box 25300		Bradenton	FL	34206-5300		941-741-4835	941-741-4865	michellel@taxcollector.com	Counsel for Ken Burton Jr., Manatee County Tax Collector
Michelle Leeson CFCA		819 US 301 Blvd W		Bradenton	FL	34205		941-741-4835	941-741-4865	michellel@taxcollector.com	Counsel for Ken Burton Jr., Manatee County Tax Collector
Miller Canfield Paddock and Stone PLC	John L Senica	225 W Washington Ste 2600		Chicago	IL	60606		312-460-4215	312-460-4201	senica@millercanfield.com	Counsel for Evergreen Plaza Associates Limited Partnership; Evergreen Plaza Associates I, LP; and TPG Management Inc.
Missouri Department of Revenue	Attn Richard M Maseles	Bankruptcy Unit	PO Box 475	Jefferson City	MO	65105-0475		573-751-5531	573-751-7232	edvaecf@dor.mo.gov	Counsel for Missouri Department of Revenue
Mitsubishi Digital Electronics America Inc	Brian Atteberry	AV Division	9351 Jeronimo Rd	Irvine	CA	92656		949-465-6079	949-609-4924	batteberry@mdea.com	Counsel for Mitsubishi Electric & Electronics USA, Inc. and Mitsubishi Digital Electronics America, Inc.
Moldo Davidson Fraioli Seror & Sestanovich LLP	Byron Z Moldo	2029 Century Park E 21st Fl		Los Angeles	CA	90067		310-551-3100	310-551-0238	bmoldo@mdfslaw.com	Counsel for The City Portfolio TIC, LLC; KJF/Faris TIC, LLC; Descanso TIC, LLC; Centre at 38th St TIC, LLC and RMRG Portfolio TIC, LLC
Monarch Alternative Capital LP	Andrew Herenstein	535 Madison Ave		New York	NY	10022		212-554-1742	866-741-2505	Andrew.Herenstein@monarchlp.com	Monarch Alternative Capital LLP
Moore & Van Allen PLLC	David B Wheeler Esq	40 Calhoun St Ste 300	PO Box 22828	Charleston	SC	29413-2828		843-579-7000	843-579-8727	davidwheeler@mvalaw.com	Counsel for South Carolina Electric & Gas Co.; Public Service of North Carolina
Morgan Lewis & Bockius LLP	Neil E Herman Esq Menachem O Zelmanovitz Esq	101 Park Ave		New York	NY	10178-0600		212-309-6669 212-309-6162	212-309-6001	nherman@morganlewis.com mzelmanovitz@morganlewis.com	Counsel for Kimco Realty Corporation; Mall Properties; U.S. 41 & I-285 Company, Anna Schwartz; Zoltan Schwartz; Deborah Landman; Eli Landman
Morrison Cohen LLP	Michael R Dal Lago Esq	909 Third Ave		New York	NY	10022		212-735-8600	212-735-8708	bankruptcy@morrisoncohen.com	Counsel for Empire HealthChoice Assurance, Inc., d/b/a Empire Blue Cross Blue Shield
Neuberger Quinn Gielen Rubin & Gibber PA	Deborah H Devan Esq	One South St 27th Fl		Baltimore	MD	21202-3282		410-332-8550	410-332-8505	dhd@nqgrg.com	Counsel for Circuit City Indianapolis 98, LLC; Circuit City Jackson 98 LLC; Circuit City Harper Woods 98, LLC, Circuit City Green Bay 98, LLC; Circuit City East Lansing 98, LLC
O Melveny & Myers LLP	Michael J Sage Esq Karyn B Zeldman Esq	Times Square Tower	7 Times Square	New York	NY	10036		212-326-2000	212-326-2061	msage@omm.com kzeldman@omm.com	Counsel for Pan Am Equities, Inc.
Office of Joe G Tedder CFC	Bonnie Holly	Delinquency and Enforcement	PO Box 2016	Bartow	FL	33831-2016		863-534-4746x5718	863-534-4741	bonnieholly@polktaxes.com	Counsel for the Tax Collector for Polk County, Florida
Office of Unemployment Compensation Tax Services	Timothy A Bortz	Dept of Labor and Industry Reading Bankruptcy & Compliance Unit	625 Cherry St Rm 203	Reading	PA	19602-1184		610-378-4044	610-378-4459	tbortz@state.pa.us	Office of Unemployment Compensation Tax Services
Oklahoma County Treasurer	Tammy Jones Pro Se	320 Robert S Kerr Rm 307		Oklahoma City	OK	73102		405-713-1323			Counsel for the Oklahoma County Treasurer
Olshan Grundman Frome Rosenzweig & Wolosky LLP	Michael S Fox Esq Frederick J Levy Esq	Park Avenue Tower	65 E 55th St	New York	NY	10022		212-451-2300		mfox@olshanlaw.com flevy@olshanlaw.com	Counsel for Bush Industries, Inc.; ON Corp US Inc.; ON Corp
Oppenheimer Blend Harrison & Tate Inc	Raymond W Battaglia	711 Navarro 6th Fl		San Antonio	TX	78205		210-224-2000	210-224-7540	Rbattaglia@obht.com	Counsel for The Miner Corporation
Orrick Herrington & Sutcliffe LLP	Scott A Stengel Esq Jonathan P Guy Esq	Columbia Ctr	1152 15th St NW	Washington	DC	20005-1706		202-339-8400	202-339-8500	sstengel@orrick.com jguy@orrick.com	Counsel for MITAC USA Inc.
Osler Hoskin & Hardcourt LLP	Jeremy Dacks Marc S Wasserman	100 King St W 1 First Canadian Pl	Ste 6100 PO Box 50	Toronto	ON	M5X 1B8	Canada	416-862-4923 416-862-4908	416-862-6666	jdacks@osler.com mwasserman@osler.com	
Panattoni Law Firm	Fredrick Albert	34 Tesla Ste 100		Irvine	CA	92618					
Pasadena Independent School District	Dexter D Joyner	4701 Preston Ave		Pasadena	TX	77505		281-991-6095	281-991-6012		Counsel for the Pasadena Independent School District
Patton Boggs LLP	R Timothy Bryan Alan M Noskow	8484 Westpark Dr 9th Fl		McLean	VA	22102		703-744-8000	703-744-8001	tbryan@pattonboggs.com anoskow@pattonboggs.com	Counsel for Navarre Distribution Services, Inc.
Pender & Coward PC	Paul A Driscoll	222 Central Park Ave Ste 400		Virginia Beach	VA	23462		757-490-6261	757-497-1914	pdriscoll@pendercoward.com	Counsel for Landmark Communications, Inc. d/b/a The Virginian-Plot
Pension Benefit Guaranty Corporation	Sara B Eagle Esq	Office of the Chief Counsel	1200 K St NW	Washington	DC	20005-4026		202-326-4020x3881 800-400-7242x3881	202-326-4112	eagle.sara@pbgc.gov efile@pbgc.gov	Counsel for Pension Benefit Guaranty Corporation
Perdue Brandon Fielder Collins & Mott LLP	Elizabeth Banda Yolanda Humphrey	PO Box 13430		Arlington	TX	76094-0430		817-461-3344	817-860-6509	arbank@pbfc.com ebanda@pbfc.com yhumphrey@pbfc.com	Counsel for the City of Cedar Hill; Burleson ISD; Arlington ISD; City of Hurts; Mansfield ISD; Carroll ISD; City of Lake Worth; Arlington ISD; Alief ISD; Baybrook MUD 1; Brazoria County, Brazoria County MUD #6; Burleson ISD; Carroll ISD; City of Cedar Hill; City of Hurst; City of Lake Worth; City of Wichita Falls; Clear Creek ISD; Fort Bend ISD; Fort Bend LID 2; Fort Worth ISD; Galena Park ISD; Hidalgo County & H.C. Drainage District #1; Humble ISD; Lubbock CAD; Midland County Tax Office; Potter County Tax Office; Tyler ISD; Wichita County; Wichita Falls ISD; Woodlands Metro MUD; Woodlands RUD #1
Phillips Goldman & Spence PA	Stephen W Spence Esq Scott L Adkins Esq	1200 N Broom St		Wilmington	DE	19806		302-655-4200	302-655-4210	sws@pgslaw.com sla@pgslaw.com	Counsel for Dicker-Warmington Properties
Pima County Attorney Civil Division	German Yusufov Terri A Roberts	32 N Stone Ste 2100		Tucson	AZ	85701		520-740-5750		terri.roberts@pcao.pima.gov german.yusufov@pcao.pima.gov	Counsel for PIMA County
Polsinelli Shalton Flanigan Suelthaus PC	Michael F Ruggio	1152 15th St NW Ste 800		Washington	DC	20005		202-783-3300	202-783-3535	mruggio@polsinelli.com	Counsel for MD-GSI Associates

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Polsinelli Shalton Flanigan Suelthaus PC	James E Bird Amy E Hatch	700 W 47th St Ste 1000		Kansas City	MO	64112		816-753-1000	816-753-1536	jbird@polsinelli.com ahatch@polsinelli.com	Counsel for MD-GSI Associates
Posternak Blankstein & Lund LLP	Robert Somma Esq Laura A Otenti Esq	Prudential Tower	800 Boylston St	Boston	MA	02199		617-973-6100	617-367-2315	rsomma@pbl.com lotenti@pbl.com	Counsel for Salem Rockingham LLC
Powell Goldstein LLP	William C Crenshaw Esq	901 New York Avenue NW Third Fl		Washington	DC	20001		202-624-7380	202-624-7222	wcrenshaw@pogolaw.com	Counsel for Prince George's Station Retail, LLC; Gould Investors, L.P.; Georgia Pension Associates Realty Corp.; OLD CC Antioch, LLC; OLP CCFairview Heights, LLC; OLP CCFerguson, LLC; OLP CCFlorence, LLC; OLP CCSt. Louis, LLC, and OLP 6609 Grand, LLC
Procopio Cory Hargreaves & Savitch LLP	Gerald P Kennedy	530 B St Ste 2100		San Diego	CA	92101		619-515-3239	619-235-0398	gpk@procopio.com	Counsel for Plaza Las Palmas LLC
Quarles & Brady LLP	Brian Sirower Esq Lori L Winkelman Esq Catherine M Guastello Esq	Renaissance One	Two N Central Ave	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	bsirower@quarles.com lwinkelm@quarles.com cguastel@quarles.com	Counsel for DFS Services LLC
Quarles & Brady LLP	Catherine M Guastello Esq	Two N Central Ave		Phoenix	AZ	85004		602-229-5200		cguastel@quarles.com	Counsel for United Parcel Service, Inc.; UPS Ground Freight, Inc.; and Bedford Properties LLC
Quarles & Brady LLP	Faye B Feinstein Esq Christopher Combest Esq	500 W Madison St Ste 3700		Chicago	IL	60661		312-715-5000	312-715-5155	fbf@quarles.com cocombest@quarles.com	Counsel for United Parcel Service, Inc.; UPS Ground Freight, Inc.; and Bedford Properties LLC
Querrey & Harrow Ltd	John M Brom	175 W Jackson Blvd	Ste 1600	Chicago	IL	60604-2827		312-540-7146	312-540-0578	jbrom@querrey.com	Counsel for LumiSource, Inc.
Ravich Meyer Kirkman McGrath Nauman & Tansey PA	Michael F McGrath Esq	4545 IDS Ctr	80 S Eighth St	Minneapolis	MN	55402		612-332-8511	612-332-8302	mfmcgrath@ravichmeyer.com	Counsel for Tamarack Village Shopping Center LP
Receivable Management Services	Phyllis A Hayes	PO Box 5126		Timonium	MD	21094					Counsel for Cohesion Products Inc
Recovery Management Systems Corp	Ramesh Singh	GE Money Bank	25 SE 2nd Ave Ste 1120	Miami	FL	33131-1605		305-379-7674	305-374-8113	claims@recoverycorp.com	Counsel for GE Money Bank (Sam's Club BRC)
Regency Centers	Catherine L Strauss	Regency Corporate Counsel	8044 Montgomery Rd Ste 520	Cincinnati	OH	45236		513-686-1626		catherinestrauss@regencycenters.com	Associate Corporate Counsel for Regency Centers
Riemer & Braunstein LLP	David S Berman	Three Ctr Plz 6th Fl		Boston	MA	02108		617-880-3456	617-880-3456	dberman@riemeriaw.com	Counsel for Bank of America, N.A., as Agent
Robinson & Cole	Peter E Strmiste Patrick M Birney	280 Trumbull St		Hartford	CT	06103		860-275-8339	860-275-8299	pstrmiste@rc.com pbirney@rc.com	Counsel for Shimenti Construction Company, LLC
Robinson Brog Leinwand Greene Genovese & Gluck PC	Fred B Ringel Esq	1345 Avenue of the Americas		New York	NY	10105		212-603-6300	212-581-5981	frb@robinsonbrog.com	Counsel for F&M Properties, Inc.
Robinson Diamant & Wolkowitz	Douglas D Kappler Esq	1888 Century Park E Ste 1500		Los Angeles	CA	90067		310-277-7400	310-277-7584	dkappler@rdwlawcorp.com	Counsel for Watercrest Associates LP, LLP, dba Pearlridge Center
Romero Law Firm	Martha E Romero	BMR Professional Building	6516 Bright Ave	Whittier	CA	90601				romero@mromerolawfirm.com	Counsel for County of Riverside, CA
Ronald M Tucker Esq		225 W Washington St		Indianapolis	IN	46204		317-263-2346	317-263-7901	rtucker@simon.com	Counsel for Simon Property Group Inc
Ross Banks May Cron & Cavin PC	c o James V Lombardi III	2 Riverway Ste 700		Houston	TX	77056		713-626-1200	713-623-6014	jlombardi@rossbanks.com	Counsel for AmREIT
Saiber LLC	Nancy A Washington Esq	One Gateway Ctr 13th Fl		Newark	NJ	07102		973-622-3333	973-622-3349	naw@saiber.com	Counsel for FM Facility Maintenance, t/k/a IPT, LLC
Sands Anderson Marks & Miller PC	C Thomas Ebel Esq William A Gray Esq Peter M Pearl Esq Lisa Taylor Hudson Esq	801 E Main St Ste 1800	PO Box 1998	Richmond	VA	23218-1998		804-648-1636 804-783-7237	804-783-7291	ppearl@sandsanderson.com lhudson@sandsanderson.com bgray@sandsanderson.com tebel@sandsanderson.com	Counsel for Counsel for Monument Consulting, LLC; Reverend Dwayne Funches, individually, and as Independent Executor of the Estates of Trafis Funches, Dione Funches, Dwayne Funches, Jr., Emily Funches, Lovera S Funches, Shatira Funches, individually; UTC I, LLC; PrattCenter, LLC; Valley Corners Shopping Center, LLC; CSI Construction Company; Vornado Gun Hill Road, LLC; Amherst VF LLC; East Brunswick VF LLC; North Plainfield VF LLC; Alexander's Rego Park Center, Inc.; Towson VF LLC; Green Acres Mall LLC; Wayne VF LLC; VNO Mundy Street LLC; VNO TRU Dale Mabry LLC
Satterlee Stephens Burke & Burke LLP	Christopher R Belmonte Esq Pamela A Bosswick Esq Abigail Snow Esq	230 Park Ave		New York	NY	10169		212-818-9200	212-808-9606	cbelmonte@ssbb.com pbosswick@ssbb.com asnaw@ssbb.com	Counsel for International Business Machines Corporation
Saul Ewing LLP	Edith K Altice Esq	Lockwood Pl	500 E Pratt St Ste 900	Baltimore	MD	21202-3171		410-332-8600	410-332-8862	ealtice@saul.com	Counsel for FR E2 Property Holding, L.P.
Saul Ewing LLP	Jeremy W Ryan Esq	PO Box 1266	222 Delaware Ave	Wilmington	DE	19801		302-421-6805	302-421-5861	jryan@saul.com	Counsel for FR E2 Property Holding, L.P.
Schreeder Wheeler & Flint LLP	Lawrence S Burnat Esq J Carole Thompson Hord Esq	1100 Peachtree St NE	Ste 800	Atlanta	GA	30309		404-681-3450	404-681-1046	lburnat@swllp.com chord@swllp.com	Counsel for Turner Broadcasting System, Inc.
Schulte Roth & Zabel LLP	Michael L Cook David M Hillman Meghan M Breen	919 Third Ave		New York	NY	10022		212-756-2000	212-593-5955	michael.cook@srz.com david.hillman@srz.com meghan.breen@srz.com	Counsel for Panasonic Corporation of North America
Seyfarth Shaw LLP	William J Factor Esq	131 S Dearborn St Ste 2400		Chicago	IL	60603		312-460-5973	212-460-7973	wfactor@seyfarth.com	Counsel for Arboretum of South Barrington, LLC
Seyfarth Shaw LLP	Robert W Dremluk Esq	620 Eighth Ave		New York	NY	10018		212-218-5000	212-218-5526	rdremluk@seyfarth.com	Counsel for Eatontown Commons Shipping Center; AmCap NorthPoint LLC; AmCap Arborland LLC
Seyfarth Shaw LLP	Jessica Hughes Esq Rhett Petcher Esq	975 F St NW		Washington	DC	20004		202-463-2400	202-828-5393	jhughes@seyfarth.com rpetcher@seyfarth.com	Counsel for Eatontown Commons Shipping Center; AmCap NorthPoint LLC; AmCap Arborland LLC
Shulman Rogers Gandal Pordy & Ecker PA	Stephen A Metz Esq Courtney R Sydnor Esq Gregory D Grant Esq	11921 Rockville Pike Ste 300		Rockville	MD	20852-2743		301-230-6564	301-230-2891	smetz@srpge.com ggrant@srpge.com csydnor@srpge.com	Counsel for Saul Holdings Limited Partnership; Hamilton Chase - Santa Maria LLC
Shutts & Bowen LLP	Andrew M Brumby	300 S Orange Ave Ste 100C		Orlando	FL	32801		407-835-6901	407-849-7201	abrumby@shutts.com	Counsel for Cameron Group Associates LLP

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Shutts & Bowen LLP	Andrew M Brumby	PO Box 4956		Orlando	FL	32802-4956		407-835-6901	407-849-7201	abrumby@shutts.com rhicks@shutts.com	Counsel for Cameron Group Associates LLP
Siller Wilk LP	Eric J Snyder	675 Third Ave		New York	NY	10017-5704		212-421-2233	212-752-6380	esnyder@sillerwilk.com	Counsel for Condan Enterprises, LLC
Smith Gambrell & Russell LLP	Brian P Hall Esq	Ste 3100 Promenade II	1230 Peachtree St NE	Atlanta	GA	30309		404-815-3500	404-815-3509	bhall@sgrlaw.com	Counsel for Lexington Lion Weston I LP
Smith Moore Leatherwood LLP	F Marion Hughes	300 E McBee Ave Ste 50C	PO Box 87	Greenville	SC	29602-0087		864-242-6440	864-240-2474	marion.hughes@smithmoorelaw.com	Counsel for CAP Brunswick LLC
Sonnenschein Nath & Rosenthal LLP	Sara L Chenet Esq	601 S Figueroa St Ste 2500		Los Angeles	CA	90017-5704		213-892-5024	213-623-9924	schenetz@sonnenschein.com	Counsel for Sony Pictures Entertainment Inc.
Sony Electronics Inc	Lloyd B Sarakin	1 Sony Dr MD No 1E 4		Park Ridge	NJ	07656		201-730-7483		lloyd.sarakin@am.sony.com	Counsel for Sony Electronics Inc.
Southwinds Ltd	Paul Resnick	5900 Wilshire Blvd Ste 2600		Los Angeles	CA	90036		323-933-6400	323-933-6440	pr@southwindsltd.com	Southwinds Ltd
Stempel Bennett Claman & Hochberg PC	Edmond P O Brien Esq	675 Third Ave 31st Fl		New York	NY	10017		212-681-6500		eobrien@sbchlaw.com	Counsel for Green 521 5th Avenue LLC
Stevens & Lee PC	Steven J Adams Esq	111 N 6th St		Reading	PA	19603		610-478-2000	610-376-5610	sja@stevenslee.com	Counsel for Lexmark International, Inc.
Stinson Morrison Hecker LLP	Jaime S Dibble	1150 18th St NW Ste 800		Washington	DC	20036-3816		202-785-9100	202-785-9163	jdibble@stinson.com	Garmin International, Inc.
Stites & Harbison PLLC	Ron C Bingham II	303 Peachtree St NE	2800 SunTrust Plz	Atlanta	GA	30308		404-739-8800	404-739-8870	rbingham@stites.com	Counsel for T.D. Farrell Construction Inc
Stromberg & Associates PC	Mark Stromberg	Two Lincoln Ctr	5420 LBJ Fwy Ste 300	Dallas	TX	75240		972-458-5353	972-770-2156	mark@stromberglawfirm.com	Consel for CDB Falcon Sunland Plaza LP
Stutman Treister & Glatt PC	Eric D Goldberg	1901 Avenue of the Stars 12th Fl		Los Angeles	CA	90067		310-228-5600	310-228-5788	egoldberg@stutman.com	Counsel for Sirius XM Radio Inc. and XM Satellite Radio Inc.
Taft Stettinius & Hollister LLP	Jeffrey J Graham	One Indiana Sq Ste 3500		Indianapolis	IN	46204		317-713-3500	317-713-3699	jgraham@taftlaw.com	Counsel for Greenwood Point, LP and Washington Corner, LP
Taxing Authority Consulting Services PC	Mark K Ames	PO Box 771476		Richmond	VA	23255		804-649-2445		mark@taxva.com	Counsel for Commonwealth of Virginia, Dept of Taxation
Texas Attorney Generals Office	Mark Browning	Bankruptcy & Collections Division	PO Box 12548	Austin	TX	78711-2548		512-475-4883			Counsel for the Texas Comptroller of Public Accounts and Texas Workforce Commission
The Arapahoe County Treasurer	George Rosenberg Esq	5334 S Prince St		Littleton	CO	80166				grosenberg@co.arapahoe.co.us jholmgren@co.arapahoe.co.us	Counsel for The Arapahoe County Treasurer
The Cafaro Company	Richard T Davis	PO Box 2186	2445 Belmont Ave	Youngstown	OH	44504-0186		330-747-2661	330-743-2902	rdavis@cafarocompany.com	Counsel for Howland Commons Partnership; Huntington Mall Company; Kentucky Oaks Mall Company; and The Cafaro Northwest Partnership
The Law Offices of David A Greer PLC	David A Greer Esq	500 E Main St Ste 1225		Norfolk	VA	23510		757-227-5155	757-227-5158	dgreer@davidgreerlaw.com	Counsel for Pan Am Equities, Inc.
The Meiburger Law Firm PC	Janet M Meiburger Esq	1493 Chain Bridge Rd Ste 201		McLean	VA	22101		703-556-7871	703-556-8609	admin@meiburgerlaw.com	Counsel for Ricmac Equities Corporation
Thomas G King		PO Box 4010	One Moorsbridge Road	Kalamazoo	MI	49003-4010		269-324-3000	269-324-3010	tking@kech.com	Counsel for Southland Acquisitions, LLC
Thomas W Daniels		1265 Scottsville Rd		Rochester	NY	14624		585-464-9400	585-464-0706		Counsel for Greece Ridge LLC
Torlys LLP	William F Gray Jr Esq Timothy B Martin Esq	237 Park Ave		New York	NY	10017		212-880-6336	212-682-0200	wgray@torlys.com tmartin@torlys.com	Counsel for Triangle Equities Junction LLC
Travelers	Mike Lynch	Account Resolution	One Tower Sq 5MN	Hartford	CT	06183		860-277-7971	860-277-2158	mlynch2@travelers.com	Counsel for Travelers
Troutman Sanders LLP	Bradfute W Davenport Jr Vivieon E Kelley	Bank of America Plz Ste 5200	600 Peachtree St NE	Atlanta	GA	30308-2216		404-885-3000		bradfute.davenport@troutmansanders.com vivieon.kelley@troutmansanders.com	Counsel for Northcliff Residual Parcel 4 LLC; Cosmo-Eastgate, Ltd
Troutman Sanders LLP	Hollace Topol Cohen Vivieon E Kelley	405 Lexington Ave		New York	NY	10174		212-704-6067-	212-704-5980	hollace.cohen@troutmansanders.com vivieon.kelley@troutmansanders.com	Counsel for Triangle Equities Junction LLC
UrbanCal Oakland II LLC	c o Urban Retail Properties LLC	900 N Michigan Ave Ste 900		Chicago	IL	60611					UrbanCal Oakland II LLC
US Securities and Exchange Commission	Susan R Sherrill Beard	Atlanta Regional Office	Ste 1000 3475 Lenox Rd NE	Atlanta	GA	30326-1232		404-842-7626	404-842-5755	sherrill-beards@sec.gov	US Securities and Exchange Commission
Vinson & Elkins LLP	William L Wallander Angela B Degeyter	2001 Ross Ave Ste 3700		Dallas	TX	75201-2975		214-220-7763	214-999-7763	bwallander@velaw.com adegeyter@velaw.com	Counsel for Archon Group, L.P.
Vinson & Elkins LLP	David E Hawkins	The Willard Office Bldg	1455 Pennsylvania Ave NW	Washington	DC	20004-1008		202-639-6605	202-879-8806	dhawkins@velaw.com	Counsel for Archon Group, L.P.
Vonage Holdings Inc	Angelique Electra	23 Main St		Holmdel	NJ	07733		732-226-4187		angelique.electra@vonage.com	Vonage Marketing Inc.
Vorys Sater Seymour and Pease LLP	Malcolm M Mitchell Jr Suparna Banerjee Kara D Lehman	277 S Washington St Ste 310		Alexandria	VA	22314		703-837-6999	703-549-4492	mmmitchell@vorys.com sbanerjee@vorys.com klehman@vorys.com	Counsel for Accent Energy California LLC; Polaris Circuit City, LLC
Vorys Sater Seymour and Pease LLP	Tiffany Strelow Cobb Esq	52 E Gay St		Columbus	OH	43215		614-464-8322	614-719-4663	ts Cobb@vssp.com	Counsel for Platform-A Inc.; Advertising.com Inc., AOL LLC
Wagner Choi & Verbrugge	James A Wagner Esq	745 Fort St Ste 1900		Honolulu	HI	96813		808-533-1877	808-566-6900	jwagner@wcelaw.com	Counsel for Bond C.C. I Delaware Business Trust
Weiland Golden Smiley Wang Ekvall & Strok LLP	Lei Lei Wang Ekvall Esq	650 Town Ctr Dr Ste 950		Costa Mesa	CA	92626		714-966-1000	714-966-1002	lekval@wglp.com	Counsel for Western Digital Technologies, Inc.
Weingarten Realty Investors	Jenny J Hyun Esq	2600 Citadel Plz Dr		Houston	TX	77008		713-866-6836		jhyun@weingarten.com	Corporate Counsel
Weiss Serota Helfman Pastoriza Cole & Boniske PL	Douglas R Gonzales	200 E Broward Blvd Ste 1900		Ft Lauderdale	FL	33301		954-763-4242	954-764-7770	dgonzales@wsh-law.com	Counsel for City of Homestead; City of Miramar
Whiteford Taylor Preston LLP	Kevin G Hroblak Esq	7 Saint Paul St		Baltimore	MD	21202		410-347-8700	410-223-4302	khroblak@wtplaw.com	Counsel for Annapolis Plaza LLC
Wiley Rein LLP	H Jason Gold Esq Dylan G Trache Esq Rebecca L Saitta Esq									jgold@wileyrein.com dtrache@wileyrein.com rsaitta@wileyrein.com	Counsel for LG Electronics USA, Inc.; Bond C.C. I Delaware Business Trust

Circuit City Stores, Inc.
Rule 2002 List

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Williams Mullen	William H Schwarzschild III W Alexander Burnett	Two James Ctr 16th Fl	1021 E Cary St PO Box 1320	Richmond	VA	23218-1320		804-783-6489	804-783-6507	tschwarz@williamsmullen.com aburnett@williamsmullen.com	Counsel for Vonage Marketing Inc.; Dollar Tree Stores, Inc.; LumiSource, Inc.; Dick's Sporting Goods, Inc.; Golf Galaxy, Inc.; Symantec Corporation
Winthrop & Weinstine PA	Christopher A Camardello	225 S Sixth St Ste 350C		Minneapolis	MN	55402		612-604-6400	612-604-6800	ccamardello@winthrop.com	Counsel for Navarre Corporation
Wise DelCotto PLLC	Laura Day DelCotto Esq Allison Fridy Arbuckle Esq	200 N Upper St		Lexington	KY	40507				ldelcotto@wisedel.com aarbuckle@wisedel.com	Counsel for M.I.A. Brookhaven, LLC
Wolff Hill McFarlin & Herron PA	David R McFarlin Esq	1851 W Colonial Dr		Orlando	FL	32804		407-648-0058	407-648-0681	dmcfarlin@whmh.com	Counsel for Alexander H Bobinski
Womble Carlyle Sandridge & Rice PLLC	Michael Busenkell	222 Delaware Ave Ste 1501		Wilmington	DE	19801		302-252-4324	302-661-7724	mbusenell@wcsr.com	Counsel for Amcor Sunclipse North America
Womble Carlyle Sandridge & Rice PLLC	Jeffrey L Tarkenton Todd D Ross	1401 Eye St NW 7th Fl	Ste 700	Washington	DC	20005		202-467-6900 202-857-4450	202-261-0050 202-261-0050	jtarkenton@wcsr.com toross@wcsr.com	Counsel for Gateway, Inc. and Acer American Holdings Corp.; Amcor Sunclipse North America
Wyatt Tarrant & Combs LLP	John P Brice	250 W Main St Ste 1600		Lexington	KY	40507-1746		859-233-2012	859-259-0649	lexbankruptcy@wyattfirm.com	Counsel for Sir Barton Place, LLC
Young Goldman & Van Beek PC	Neil P Goldman Esq John P Van Beek Esq	510 King St Ste 416		Alexandria	VA	22313		703-684-3260	703-548-4742	ngoldman@ygvb.com	Counsel for Sacco of Maine LLC